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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. Coullietta APR 04 2003



ACCOUNT NO. : 072100000032

REFERENCE : 999359 4328109

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pigato*

ORDER DATE : April 3, 2003

ORDER TIME : 11:43 AM

ORDER NO. : 999359-010

CUSTOMER NO: 4328109

CUSTOMER: Ms. Jo Alonto  
Pillsbury Winthrop LLP  
6th Floor  
50 Fremont Street  
San Francisco, CA 94105

ARTICLES OF MERGER

GVN TECHNOLOGIES, INC.

INTO

ADVANCED VIBER COMMUNICATIONS,  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Ginger Simmons

EXAMINER'S INITIALS: \_\_\_\_\_

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DIVISION OF CORPORATION

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

GVN TECHNOLOGIES, INC., a Florida corporation, P97000065509

into

**ADVANCED FIBRE COMMUNICATIONS, INC.,** a Delaware entity  
F98000005294

File date: April 4, 2003

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032      Amount charged: 70.00

ARTICLES OF MERGER  
OF  
GVN TECHNOLOGIES, INC. AND  
ADVANCED FIBRE COMMUNICATIONS, INC.

FILED  
2003 APR -4 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Department of State  
State of Florida:

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging GVN Technologies, Inc., a Florida corporation ("GVN"), with and into Advanced Fibre Communications, Inc., a Delaware corporation ("AFC"). AFC is the surviving corporation.
2. AFC owns all of the issued and outstanding shares of capital stock of GVN.
3. The Plan of Merger was adopted by the Board of Directors of GVN on February 28, 2003, and shareholder approval was not required. The Plan of Merger was adopted by the Board of Directors of AFC on February 27, 2003, and shareholder approval was not required.
4. The merger of GVN with and into AFC is permitted by the laws of the jurisdiction of organization of AFC and has been authorized in compliance with said laws.
5. The effective date of the merger herein provided for in the State of Florida shall be the date the Articles of Merger are filed with the Florida Department of State and the Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware.

Executed on February 28, 2003.

GVN TECHNOLOGIES, INC.

By: 

John A. Schofield,  
President

ADVANCED FIBRE COMMUNICATIONS, INC.

By: 

John A. Schofield,  
President and Chief Executive Officer

## PLAN OF MERGER

This PLAN OF MERGER (this "Agreement"), made and entered into as of February 28, 2003, by and between Advanced Fibre Communications, Inc., a Delaware corporation ("Parent"), and GVN Technologies, Inc. a Florida corporation, ("Subsidiary" and together with Parent, the "Constituent Corporations"),

### WITNESSETH:

WHEREAS, Parent owns 100 shares of Subsidiary's Common Stock, \$0.01 par value per share, which shares of Common Stock constitute all of the issued and outstanding shares of Subsidiary's capital stock; and

WHEREAS, each of the Boards of Directors of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations and in the best interests of the stockholders of Parent and the sole shareholder of Subsidiary that Subsidiary be merged with and into Parent (the "Merger") in accordance with Section 253 of the General Corporation Law of the State of Delaware and Section 607 of the Florida Business Corporation Act of the State of Florida:

NOW, THEREFORE, the Constituent Corporations hereby agree as follows:

### ARTICLE I

#### The Merger

1.1 Effectiveness of Merger. The Merger shall become effective at such time (the "Effective Time of the Merger") as the Certificate of Ownership and Merger is duly filed in accordance with Section 253(a) of the General Corporation Law of the State of Delaware. At the Effective Time of the Merger, Subsidiary shall be merged with and into Parent and the separate corporate existence of Subsidiary shall thereupon cease. Parent shall be the surviving corporation in the Merger (the "Surviving Corporation") and the separate corporate existence of Parent with all its purposes, objects, rights, privileges, powers and franchises, shall continue unaffected and unimpaired by the Merger.

1.2 Effect of Merger. The Surviving Corporation shall possess all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as of a private nature, of the Constituent Corporations, and all obligations belonging to or due to each of the Constituent Corporations, all of which shall be vested in the Surviving Corporation without further act or deed, and title to any real estate or any interest therein vested in the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

The Surviving Corporation shall be liable for all obligations of the Constituent Corporations, including any claim existing, or action or proceeding pending, by or against the Constituent Corporations, which may be prosecuted to judgment, with right of appeal, as if the Merger had not taken place. All the rights of creditors of the Constituent Corporations shall be preserved unimpaired, and all liens upon the property of the Constituent Corporations shall be

preserved unimpaired, on only the property affected by such liens immediately prior to the Effective Time of the Merger.

For United States federal income tax purposes, the Merger is intended to qualify as a subsidiary liquidation under Section 332 of the Internal Revenue Code of 1986, as amended.

1.3 Further Assurances. If, at any time after the Effective Time of the Merger, the Surviving Corporation shall consider or be advised that any conveyance, assignment, transfer, deed or other instrument or act is necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of Subsidiary acquired or to be acquired by the Surviving Corporation as a result of, or in connection with the Merger or to otherwise carry out this Agreement, the officers and directors of the Surviving Corporation shall and will be authorized to execute, acknowledge and deliver, in the name and on behalf of the Constituent Corporations or otherwise, all such instruments and to do such acts.

## ARTICLE II

### Certificate of Incorporation; Bylaws; Officers and Directors

2.1 Certificate of Incorporation. The Certificate of Incorporation of Parent in effect at the Effective Time of the Merger shall be the Certificate of Incorporation of the Surviving Corporation.

2.2 Bylaws. The Bylaws of Parent in effect at the Effective Time of the Merger shall be the Bylaws of the Surviving Corporation.

2.3 Officers and Directors. Until their successors are elected and qualified, the officers and directors of Parent in office immediately prior to the Effective Time of the Merger shall remain in office as officers and directors of the Surviving Corporation.

## ARTICLE III

### Manner and Basis of Converting Shares of the Constituent Corporations

3.1 Conversion of Shares. At the Effective Time of the Merger:

(a) all shares of Subsidiary's capital stock which are held in its treasury immediately prior to the Effective Time of the Merger shall be canceled;

(b) each share of Parent's capital stock which is outstanding immediately prior to the Effective Time of the Merger shall continue to be outstanding immediately after the Effective Time of the Merger; and

(c) each share of Subsidiary's capital stock which is outstanding immediately prior to the Effective Time of the Merger shall be canceled.

3.2 Share Certificates. Each certificate which immediately prior to the Effective Time of the Merger shall have represented any shares of Subsidiary's capital stock shall be deemed from and after the Effective Time of the Merger canceled.

#### ARTICLE IV

##### Miscellaneous

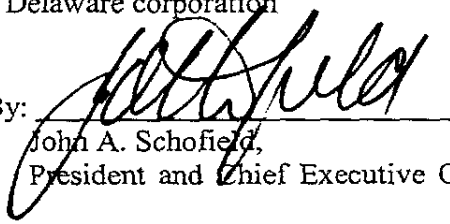
4.1 Applicable Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware.

4.2 Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original but all of which together shall constitute one agreement.

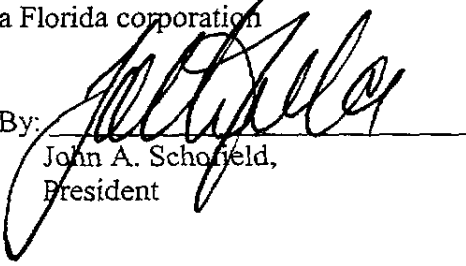
[remainder of page intentionally left blank]

IN WITNESS WHEREOF, Parent and Subsidiary have caused this Plan of Merger to be signed by their respective officers thereunto duly authorized as of the date first written above.

**Advanced Fibre Communications, Inc.,**  
a Delaware corporation

By:   
John A. Schofield,  
President and Chief Executive Officer

**GVN Technologies, Inc.,**  
a Florida corporation

By:   
John A. Schofield,  
President